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The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 16312-A FILED 1425

July 1, 1994

JUL 6 1994 -11 05 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of an Amendment dated May 11, 1994 to Memorandum of Lease Agreement dated as of June 21, 1988, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of June 21, 1988 which was duly filed and recorded on May 2, 1989 and assigned Recordation Number 16312.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: RailTex, Inc.
4040 Broadway, Suite 200
San Antonio, TX 78209

Mr. Sidney L. Strickland, Jr. .
July 1, 1994
Page 2

A description of the railroad equipment covered by the enclosed document is:

Five additional 4,740 cubic foot capacity 100-ton covered hopper railcars marked and numbered as follows: MNA 459851 through MNA 459844, inclusive.

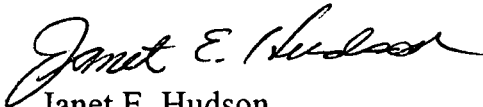
Also enclosed is a payment of \$18 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment dated May 11, 1994 to Memorandum of Lease Agreement dated as of June 21, 1988 between Greenbrier Railcar, Inc. Lessor, and RailTex, Inc., Lessee, covering five additional 4,740 cubic foot capacity 100-ton covered hopper railcars marked and numbered as follows: MNA 459851 through MNA 459844, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Robert W. Alvord, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 6, 1994

JANET E. HUDSON
THE GREENBRIER COMPANIES
ONE CENTERPOINTE DRIVE SUITE 200
LAKE OSWEGO OREGON 97035

Dear MS. HUDSON:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/6/94 at 11:05AM, and assigned recordation number(s). 16312- A

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 16312-A FILED 1425

JUL 6 1994 -11 05 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT DATED MAY 11, 1994

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

RAILTEX, INC. ("LESSEE")

JUNE 21, 1988

Amendment dated as of May 11, 1994 to MEMORANDUM OF LEASE made and entered into as of June 21, 1988 by and between Greenbrier Railcar, Inc., a Delaware corporation ("Lessor") and Railtex, Inc., a Texas corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of fifty-four (54) open top hopper railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments to the underlying lease by adding five (5) covered hopper railcars.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph is amended by adding a subparagraph 1A as follows:

"1A. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor five (5) 4,740 cubic foot capacity 100-ton covered hopper railcars marked and numbered MNA 459851 through MNA 459855, inclusive."
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

GREENBRIER RAILCAR, INC.
By: Worries M. Webb, V.P.

RAILTEX, INC.
By: Daniel T. McShane

)
) SS.
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James E. Hudson
NOTARY PUBLIC

 OFFICIAL SEAL
JANET E. HUDSON
NOTARY PUBLIC - OREGON
COMMISSION NO. 032837
MY COMMISSION EXPIRES MAY 28, 1998

)
) SS.
)

Nancy J. Nelson
NOTARY PUBLIC

8/29/94